

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "PERKINELMER WALLAC INC.", A MARYLAND CORPORATION, WITH AND INTO "NEW LIFE SCIENCE PRODUCTS, INC." UNDER THE NAME OF "PERKINELMER LIFE SCIENCES, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

A FILLED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0792296

DATE: 11-14-00

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 1st day of November, 2000, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between NEN Life Science Products, Inc., a Delaware corporation and PerkinElmer Wallac Inc., a Maryland corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: NEN Life Science Products, Inc. hereby merges into itself PerkinElmer Wallac Inc., and said PerkinElmer Wallac Inc., shall be and hereby is merged into NEN Life Science Products, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of NEN Life Science Products, Inc., as heretofore amended and as in effect on the date of the merger provided in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger; except, however, that Article I shall be deleted in its entirety and replaced with "The name of the Corporation is PerkinElmer Life Sciences, Inc. (the "Corporation").

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be changed and converted into one share of common stock of the surviving corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares of cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 2001.

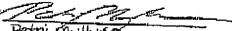
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to

vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

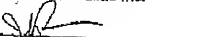
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such constituent corporation, (2) alter or change any term of the Certificates of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the duly authorized officers of each party hereto as the respective act, deed and agreement of said corporations as of this 1st day of November, 2000.

NEN Life Science Products, Inc.

By: 
Petri Myllymäenä
Title: 5 Vice President

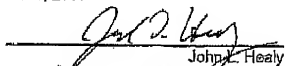
PerkinElmer Wallac Inc.

By: 
Jeff Ronner
Title: President

Certificate of the Assistant Secretary

I, John L. Healy, Assistant Secretary of NEN Life Science Products, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of PerkinElmer Wallac Inc., a corporation of the State of Maryland, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding 1000 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said NEN Life Science Products, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand as of this 1st day of November, 2000


John L. Healy
Assistant Secretary
NEN Life Science Products, Inc.

NEN LIFE SCIENCE PRODUCTS, INC.**Joint Consent Action of the Directors and Sole Stockholder**

Pursuant to the laws of the State of Delaware and the By-Laws of this Corporation, the undersigned Directors and Sole Stockholder of the Corporation do hereby consent to the adoption of the following resolutions, which consents shall be treated for all purposes as a unanimous vote taken at a meeting:

RESOLVED: That the Corporation hereby approves the merger of PerkinElmer Wallac Inc., a Maryland corporation, with and into this Corporation, with this Corporation being the surviving entity from such merger, in accordance with the terms and conditions set forth on the Agreement of Merger to be filed with the Delaware Secretary of State's office, attached hereto as Exhibit A, and the Articles of Merger to be filed with the Maryland Secretary of State's office, attached hereto as Exhibit B.

FURTHER RESOLVED: That this merger become effective on January 1, 2001.

FURTHER RESOLVED: That effective January 1, 2001 the Certificate of Incorporation of NEN Life Science Products, Inc. be amended by changing Article I of such Certificate of Incorporation to read as follows:

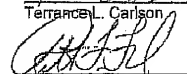
"The name of the corporation is PerkinElmer Life Sciences, Inc."

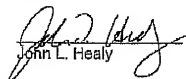
FURTHER RESOLVED: That the Chairman of the Board or any officer of this Corporation be and any one or more of them hereby is authorized and empowered to execute, acknowledge, file and deliver, in the name and on behalf of this Corporation, such agreements, instruments, guarantees and other documents and to take such actions as he or they shall determine to be necessary or desirable to effect the transaction contemplated by the foregoing resolutions; his or their execution, acknowledgement, filing and delivering thereof or taking of such actions to be sufficient evidence of such determination.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as
of the 1st day of November, 2000.

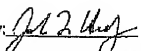
Directors


Terrance L. Carlson


Robert F. Friel


John L. Healy

Sole Stockholder
NEN Life Sciences, Inc.

By: 
Its: Assistant Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PERKINELMER LIFE SCIENCES, INC.", CHANGING ITS NAME FROM "PERKINELMER LIFE SCIENCES, INC." TO "PERKINELMER LAS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003, AT 3:10 O'CLOCK P.M



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2357424

DATE: 04-09-03

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PERKINELMER LIFE SCIENCES, INC.**

PERKINELMER LIFE SCIENCES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is PerkinElmer Life Sciences, Inc. (the "Corporation").

SECOND: The date of filing of its Certificate of Incorporation with the Secretary of State of Delaware was March 26, 1997.

THIRD: A certificate of amendment of the Corporation's certificate of incorporation was filed with the Secretary of State of Delaware on July 1, 1997.

FOURTH: A certificate of agreement of merger was filed with the Secretary of State of Delaware on November 13, 2000.

FIFTH: A certificate of amendment of the Corporation's certificate of incorporation was filed with the Secretary of State of Delaware on April 25, 2002.

SIXTH: A certificate of merger was filed with the Secretary of State of Delaware on December 23, 2002.

SEVENTH: A certificate of merger was filed with the Secretary of State of Delaware on December 24, 2002.

EIGHTH: This certificate sets forth amendments to the certificate of incorporation of the Corporation which were duly adopted by the written consent of the directors of the Corporation and by the written consent of the stockholders of the Corporation entitled to vote thereon in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

NINTH: Article I of the certificate of incorporation is hereby amended in full to read as follows:

"ARTICLE I

Name

The name of the corporation is PerkinElmer LAS, Inc. (the "Corporation")."

TENTH: Article IV of the certificate of incorporation is hereby amended in full to read as follows:

"ARTICLE IV

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 2,000,000, all of which shall be shares of Common Stock, par value \$.01 per share."

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its duly authorized officers this 26th day of March 2003.

PERKINELMER LIFE SCIENCES, INC.

By: Peter B. Coggins
Name: Peter B. Coggins
Title: President

By: Kenneth L. Horton
Name: Kenneth L. Horton
Title: Vice President